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WRITER'S DIRECT NUMBER

(212) 530-4078

RECORDATION NO

17295-F
FILED 103

SEP 20 1991 -9 25 AM

September 20, 1991

INTERSTATE COMMERCE COMMISSION

Re: TTX Company (f/k/a Trailer Train Company)
Supplement No. 6 to Mortgage of Rolling Stock
to Secure Series 51 Equipment Trust Certificates

Interstate Commerce Commission
12th St. and Constitution Ave., N.W.
Washington, D.C. 20423

Attention: Sidney L. Strickland, Jr., Secretary

Dear Mr. Secretary:

I have enclosed two fully executed and acknowledged originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. For your records, please note that effective July 1, 1991, Trailer Train Company changed its name to TTX Company.

This document is a supplement to the mortgage dated as of May 2, 1991, as filed with the Interstate Commerce Commission ("ICC") on May 2, 1991 at 9:25 A.M., Recordation Number 17295, and is a "secondary document" as defined in the applicable regulations.

The names and addresses of the parties to the documents are as follows:

Mortgagor: TTX Company
(f/k/a Trailer Train Company)
101 North Wacker Dr.
Chicago, Ill. 60606

Mortgagee: Mercantile-Safe Deposit and Trust Company,
Trustee
Two Hopkins Plaza
Baltimore, Md. 21201

SEP 20 9 23 AM '91
MOTOR OPERATING UNIT

Counterparts - Attached


The equipment covered by the document is (i) five-unit articulated all-purpose spine flatcars with retractable hitches for carrying cargo containers and highway trailers, (ii) five-unit articulated double-stack container-well flatcars for carrying cargo containers, (iii) single-unit double-stack container-well flatcars for carrying cargo containers and (iv) railroad flatcars of comparable or better utility substituted therefor, but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company.

A fee of fifteen dollars (\$15.00) is enclosed. Please return one of the originals to me at Davis Polk & Wardwell, 1 Chase Manhattan Plaza, New York, NY 10005.

A short summary of the document to appear in the index follows:

A supplement to the mortgage dated as of May 2, 1991 between TTX Company (f/k/a Trailer Train Company), 101 North Wacker Drive, Chicago, Illinois, 60606, and Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland, 21201, as filed with the ICC on May 2, 1991 at 9:25 a.m., Recordation Number 17295, and securing Series 51 Equipment Trust Certificates, for (i) five-unit articulated all-purpose spine flatcars with retractable hitches for carrying cargo containers and highway trailers, (ii) five-unit articulated double-stack container-well flatcars for carrying cargo containers, (iii) single-unit double-stack container-well flatcars for carrying cargo containers and (iv) railroad flatcars of comparable or better utility substituted therefor, but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company. Car numbers for such flatcars are set forth in Schedule A to such Mortgage Supplement. Such Mortgage Supplement also amends Schedule A to Supplement No. 4 dated as of July 31, 1991, by deleting references therein to Thrall Car Manufacturing car numbers 72779, 72780, 72781 and 72782, which were included in error.

Very truly yours,


Bruce Dallas
Attorney for
TTX Company

Interstate Commerce Commission

Washington, D.C. 20423

9/20/91

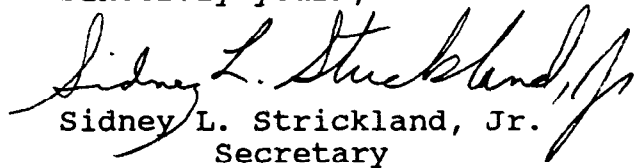
OFFICE OF THE SECRETARY

Bruce Dallas
Davis Polk & Wardwell
1 Chase Manhattan Plaza
New York, New York 10005

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/20/91 at 9:25AM , and assigned recordation number(s). 17295-F.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 17295-F FILED IN

SEP 20 1991 - 9:45 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 6 TO
MORTGAGE OF ROLLING STOCK
TO SECURE SERIES 51
EQUIPMENT TRUST CERTIFICATES
OF TTX COMPANY
(f/k/a TRAILER TRAIN COMPANY)

SUPPLEMENT No. 6 ("Supplement") to the Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of TTX Company (f/k/a Trailer Train Company) dated as of May 2, 1991, as filed with the ICC on May 2, 1991 at 9:25 a.m., Recordation Number 17295, and deposited in the Office of the Registrar General of Canada on May 6, 1991 at 1:20 p.m. ("Mortgage"), by TTX COMPANY (f/k/a Trailer Train Company), a Delaware corporation ("Company"), whose address is 101 North Wacker Drive, Chicago, Illinois 60606, to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, whose address is Two Hopkins Plaza, Baltimore, Maryland 21201, and its successors and assigns as trustee ("Trustee") under an Equipment Trust Agreement dated as of April 15, 1991 ("Agreement") between the Company and the Trustee;

WHEREAS, terms defined in the Agreement and not otherwise defined herein have, as used herein, the respective meanings provided for therein;

WHEREAS, the Agreement provides that on a Deposited Cash Takedown Date, in the case of Equipment not described on Appendix A to the Mortgage as originally executed, a supplement to the Mortgage describing such Equipment and subjecting such Equipment to the Mortgage shall be executed and delivered by the Company and filed with the ICC pursuant to 49 U.S.C. § 11303; and

WHEREAS, the number of cars listed in Schedule A to Supplement No. 4 dated as of July 31, 1991, is inconsistent with the number of car numbers listed therein and pursuant to Section 14.03 of the Agreement the Company hereby amends such Schedule A to remedy such inconsistency,

NOW THEREFORE, the Company hereby grants, mortgages and pledges to the Trustee, for the equal and ratable security and benefit of the Holders, from time to time, of the Series 51 Equipment Trust Certificates ("Certificates") of the Company issued pursuant to the Agreement, without priority of any one Certificate over any other, a security

interest in and mortgage lien on all estate, right, title and interest of the Company in, to and under the rolling stock described in Schedule A to this Supplement and the proceeds thereof.

The security interest and mortgage herein granted does not include any special devices, racks or assemblies, at any time attached to any such rolling stock, the title to which is in any person other than the Company.

Schedule A to Supplement No. 4 is hereby amended by deleting therefrom car numbers 72779, 72780, 72781 and 72782 of Thrall Car Manufacturing and releasing the security interest and mortgage, if any, to which such cars may have been subject arising from the inconsistency hereinbefore noted.

This Supplement shall be construed as supplemental to the Mortgage and shall form a part thereof and the Mortgage is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee
have caused this instrument to be duly executed, as of this
19th day of September, 1991.

TTX COMPANY (f/k/a
Trailer Train Company)

By: 

Name: Robert E. Zimmerman

Title: Vice President

[CORPORATE SEAL]

Attest:

Name:

Title: Corporate Trust
Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, TRUSTEE

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the Company and the Trustee
have caused this instrument to be duly executed, as of this
19th day of September, 1991.

TTX COMPANY (f/k/a
Trailer Train Company)

By: _____
Name: _____
Title: _____

[CORPORATE SEAL]

Attest:

Marian D. Allen
Name: MARIAN D. ALLEN
Title: Corporate Trust
Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, TRUSTEE

By: *Robert D. Brown*
Name: Robert D. Brown
Title: Corporate Trust Officer

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 18th day of September 1991 before me personally appeared Robert E. Zimmerman to me personally known, who being by me duly sworn, says that he is the Vice President of TTX COMPANY (f/k/a Trailer Train Company), a Delaware corporation, that the seal affixed to the foregoing Supplement No. 6 to Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

OFFICIAL SEAL
James M. Congram
Notary Public, State of Illinois
My Commission Expires 5/8/95

James M. Congram
Notary Public

My Commission expires:

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this ___ day of September 1991 before me personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Supplement No. 6 to Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Notary Public

My Commission expires:

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this ___ day of September 1991 before me personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of TTX COMPANY (f/k/a Trailer Train Company), a Delaware corporation, that the seal affixed to the foregoing Supplement No. 6 to Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

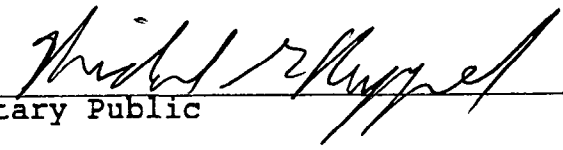
Notary Public

My Commission expires:

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this 16 day of September 1991 before me personally appeared Robert D. Brown to me personally known, who being by me duly sworn, says that he is the Corporate Trust Officer of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Supplement No. 6 to Mortgage of Rolling Stock to Secure Series 51 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



Notary Public

My Commission expires: OCT 22 1994

ET516
09/17/91

SCHEDULE A

TTX COMPANY
EQUIPMENT TRUST AGREEMENT SERIES 51
DATED AS OF MAY 2, 1991
CLOSING #7, DATED SEPTEMBER 20, 1990

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
TRINITY INDUSTRIES					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING TRAILERS OR CONTAINERS- TTAX.	20	100	76776-76795.	AUGUST, '91	T-5090-P
TOTAL	20	100			